

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In Re: )  
DELPHI CORPORATION, et al., ) Case No. 05-44481 (RDD)  
 ) Chapter 11  
Debtors ) (Jointly Administered)

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**RESPONSE TO THIRTY-FIFTH OMNIBUS CLAIMS OBJECTION**

COMES NOW, Consolidated Electrical Distributors, Inc. (“CED”), by and through its counsel, Michael P. Alley, of Clark, Mize & Linville, Chartered, Salina, Kansas, and for its *Response to Thirty-Fifth Omnibus Claims Objection* shows unto the Court:

1. CED is responding to the *Notice of Objection to Claim* dated August 21, 2009 as it relates to Claim Number 16801 filed by CED on February 1, 2008 in the amount of \$10,869.99 (“the Claim”). A copy of the *Notice of Objection to Claim* and Claim is attached hereto.

2. The name of the claimant is Consolidated Electrical Distributors, Inc. The Claim arose by virtue of goods sold to Debtor in the amount of \$10,869.99. The claim is fully secured by virtue of credits that CED owed to Debtor in the amount of \$22,401.80. On January 28, 2008, CED remitted a check to Debtor in the amount of \$11,531.81 representing the net amount owed to Debtor after the setoff of CED’s secured claim. The check was thereafter negotiated by Debtor. A copy of the January 28, 2008 cover letter to Debtor and aforementioned check is attached hereto.

3. By virtue of the Settlement Agreement that CED submitted to [awinchell@teamtogut.com](mailto:awinchell@teamtogut.com) on September 15, 2008, CED believed all issues pertaining to the Claim had been resolved. A copy of the Settlement Agreement is attached hereto.

4. Based on its negotiation of the aforementioned check, and Debtor’s later acceptance of the Settlement Agreement, Debtor’s objection to CED’s claim should be

CED's Response to Debtor's Objection to Claim #16801  
Page 2

disallowed in its entirety based on, among other legal theories: a) accord and satisfaction; b) setoff; c) estoppel; and d) payment. CED voluntarily came forth in these proceedings and remitted to the Debtor "property of the estate" which, based on information and belief, Debtor was not even aware of in the first place. In return, Debtor has now objected to CED's claim.

5. If CED's claim is disallowed in any manner, Debtor should be ordered to return the \$11,531.81 that was remitted to Debtor on January 28, 2008, in good faith, as an accord and satisfaction of the various mutual debts between the parties.

6. All responses to this *Response* should be addressed to the undersigned counsel at the address set forth below.

7. As of September 15, 2009, CED's counsel and Debtor's counsel are attempting to resolve the aforementioned issues. This Response, however, is being filed out of an abundance of caution to preserve CED's rights should informal resolution not be successful. On September 15, 2009, Debtor's counsel agreed to allow CED until September 18, 2009 to file this Response.

WHEREFORE, CED respectfully requests that the *Notice of Objection to Claim* be denied and dismissed with prejudice; that CED's secured claim in the amount of \$10,869.99 be allowed in its entirety; that, if the Court disallows any aspect of the Claim, Debtor be ordered to return the \$11,531.81 that was remitted to Debtor on January 28, 2008, in good faith, as an accord and satisfaction of the various mutual debts between the parties; and that the Court grant CED such other and further relief as the Court deems just, proper, and equitable.

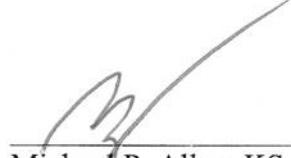
DATED: September 15, 2009

(continued on page 3)

In Re: Delphi Corporation, et al.

CED's Response to Debtor's Objection to Claim #16801

Page 3



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Michael P. Alley, KS #19790; MO #52719  
CLARK, MIZE & LINVILLE, CHTD.  
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Salina, KS 67402-0380  
Tel. (785) 823-6325; Fax (785) 823-1868  
[mpalley@cml-law.com](mailto:mpalley@cml-law.com)  
Attorneys for CED

#### **CERTIFICATE OF SERVICE**

I hereby certify that on September 15, 2009 true and correct copies of the above and foregoing *Response* were served in the following manner:

VIA Regular U.S. Mail in hard-copy and via e-mail attachment (PDF) to:

Skadden, Arps, Slate, Meagher & Flom LLP  
Attn: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton  
155 North Wacker Drive  
Chicago, IL 60606  
[John.lyons@skadden.com](mailto:John.lyons@skadden.com)  
[Joseph.wharton@skadden.com](mailto:Joseph.wharton@skadden.com)

VIA Regular U.S. Mail hard-copy to:

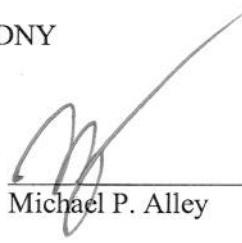
Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

VIA Regular U.S. Mail hard-copy to:

Honorable Robert D. Drain  
United States Bankruptcy Judge  
United States Bankruptcy Court – SDNY  
One Bowling Green, Room 632  
New York, NY 10004

VIA Regular U.S. Mail hard-copy and via electronic format (PDF) to:

Vito Genna – Clerk of the Court  
United States Bankruptcy Court - SDNY  
One Bowling Green  
New York, NY 10004



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Michael P. Alley

# **NOTICE OF OBJECTION TO CLAIM**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----x

NOTICE OF OBJECTION TO CLAIM

Consolidated Electrical Distributors Inc:

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), are sending you this notice. According to the Debtors' records, you filed one or more proofs of claim in the Debtors' reorganization cases. Based upon the Debtors' review of your proof or proofs of claim or scheduled liability, the Debtors have determined that one or more of your "Claims," as such term is defined in 11 U.S.C. § 101(5), identified in the table below should be (a) disallowed and expunged, (b) allowed, or (c) modified and allowed as summarized in the table and described in more detail in the Debtors' Thirty-Fifth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge (A) Books And Records Claim, (B) Certain Salaried Pension And OPEB Claims, (C) Certain Wage And Benefit Claims, And (D) Certain Individual Workers' Compensation Books And Records Claims And (II) Modify And Allow Certain Claims (the "Thirty-Fifth Omnibus Claims Objection"), dated August 21, 2009, a copy of which is enclosed (without exhibits). The Debtors' Thirty-Fifth Omnibus Claims Objection is set for hearing on September 24, 2009 at 10:00 a.m. (prevailing Eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), One Bowling Green, Room 610, New York, New York 10004. AS FURTHER DESCRIBED IN THE ENCLOSED THIRTY-FIFTH OMNIBUS CLAIMS OBJECTION AND BELOW, THE DEADLINE FOR YOU TO RESPOND TO THE DEBTORS' OBJECTION TO YOUR CLAIM(S) IS 4:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 17, 2009. IF YOU DO NOT RESPOND TIMELY IN THE MANNER DESCRIBED BELOW, THE ORDER GRANTING THE RELIEF REQUESTED MAY BE ENTERED WITHOUT ANY FURTHER NOTICE TO YOU OTHER THAN NOTICE OF ENTRY OF AN ORDER.

The enclosed Thirty-Fifth Omnibus Claims Objection identifies six different categories of objections. The category of claim objection applicable to you is identified in the table below in the column entitled "Basis For Objection":

**RECEIVED**  
AUG 24 2009

The Claim identified as having a Basis for Objection of "Books and Records Claim" asserts liabilities and a dollar amount that are not owing pursuant the Debtors' books and records.

Claims identified as having a Basis for Objection of "Pension And OPEB Claims" are those Claims for which the Debtors are not liable.

Claims identified as having a Basis for Objection of "Wage And Benefit Claims" are those claims for which the Debtors are not liable.

Claims identified as having a Basis For Objection of "Individual Workers' Compensation Books And Records Claims" are those Claims that assert liabilities or dollar amounts that are not owing pursuant to the Debtors' books and records.

Claims identified as having a Basis For Objection of "Claims Allowed Pursuant To Settlement" are those Claims with respect to each of which the Debtors, together with the current holders and, as applicable, the original claimants asserting such Claims (the "Claimants"), have reached a settlement in principle with respect to the proper amount of each Claim Allowed Pursuant To Settlement. Accordingly, the Debtors seek to convert the amount of each Claim Allowed Pursuant To Settlement to a fully liquidated amount agreed to between the Debtors and the Claimant and seek to have such Claim allowed in that agreed-upon amount as an unsecured claim against the stated Debtor.

Claims identified as having a Basis for Objections of "Modified And Allowed Claims" are claims that (a) assert priority treatment in part based on a reclamation claim and have been subject to an order entered by the Bankruptcy Court reclassifying all reclamation claims as general unsecured nonpriority claims for all purposes, including for purposes of voting and distribution under any plan of reorganization of the Debtors, and (b) the Debtors seek to have allowed in the amount asserted in the corresponding Proof of Claim as a general unsecured nonpriority Claim.

Date Filed	Claim Number	Asserted Claim Amount <sup>1</sup>	Basis For Objection	Treatment Of Claim	Surviving Claim Number (if any)
02/01/2008	16801	\$10,869.99	Books And Records Claims	Disallow and Expunge	

If you wish to view the complete exhibits to the Thirty-Fifth Omnibus Claims Objection, you can do so at [www.delphidocket.com](http://www.delphidocket.com). If you have any questions about this notice or the Thirty-Fifth Omnibus Claims Objection to your Claim, please contact the Debtors' counsel by e-mail at [delphi@skadden.com](mailto:delphi@skadden.com), by telephone at 1-800-718-5305, or in writing at Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton). Questions regarding the amount of a Claim or the filing of a Claim should be directed to

<sup>1</sup> Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.

Claims Agent at 1-888-249-2691 or [www.delphidocket.com](http://www.delphidocket.com). CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

THE PROCEDURES SET FORTH IN THE ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS, ENTERED DECEMBER 7, 2006 (THE "CLAIMS OBJECTION PROCEDURES ORDER"), APPLY TO YOUR PROOFS OF CLAIM THAT ARE SUBJECT TO THE DEBTORS' OBJECTION AS SET FORTH ABOVE. A COPY OF THE CLAIMS OBJECTION PROCEDURES ORDER IS INCLUDED HEREWITH. THE FOLLOWING SUMMARIZES THE PROVISIONS OF THAT ORDER BUT IS QUALIFIED IN ALL RESPECTS BY THE TERMS OF THAT ORDER.

If you disagree with the Thirty-Fifth Omnibus Claims Objection, you must file a response (the "Response") and serve it so that it is actually received by no later than 4:00 p.m. (prevailing Eastern time) on September 17, 2009. Your Response, if any, to the Thirty-Fifth Omnibus Claims Objection must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Claims Objection Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton).

Your Response, if any, must also contain at a minimum the following: (i) the title of the claims objection to which the Response is directed, (ii) the name of the claimant and a brief description of the basis for the amount of the Claim, (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Thirty-Fifth Omnibus Claims Objection, (iv) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; provided, however, that you need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that you must disclose to the Debtors all information and provide copies of all documents that you believe to be confidential, proprietary, or otherwise protected and upon which you intend to rely in support of the Claim, (v) to the extent that the Claim is contingent or fully or partially unliquidated, the amount that you believe would be the allowable amount of such Claim upon liquidation of the Claim or occurrence of the contingency, as appropriate, and (vi) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the Claim.

If you properly and timely file and serve a Response in accordance with the procedures described above, and the Debtors are unable to reach a consensual resolution with you, the hearing on any such Response will automatically be adjourned from the September 24, 2009 hearing date to a future date to be

set pursuant to the Claims Objection Procedures Order. With respect to all uncontested objections, the Debtors have requested that the Court conduct a final hearing on September 24, 2009 at 10:00 a.m. (prevailing Eastern time).

IF YOUR PROOF OF CLAIM LISTED ABOVE ASSERTS CONTINGENT OR UNLIQUIDATED CLAIMS, YOU ARE REQUIRED BY THE CLAIMS OBJECTION PROCEDURES ORDER TO INCLUDE THE AMOUNT THAT YOU BELIEVE WOULD BE THE ALLOWABLE AMOUNT OF SUCH CLAIM UPON LIQUIDATION OF THE CLAIM OR OCCURRENCE OF THE CONTINGENCY, AS APPROPRIATE, IN ANY RESPONSE TO THE OBJECTION. PURSUANT TO THE CLAIMS OBJECTION PROCEDURES ORDER, THE DEBTORS MAY ELECT, IN THEIR SOLE DISCRETION, TO ACCEPT SUCH AMOUNT PROVISIONALLY AS THE ESTIMATED AMOUNT OF YOUR PROOF OF CLAIM PURSUANT TO SECTION 502(c) OF THE BANKRUPTCY CODE FOR ALL PURPOSES OTHER THAN ALLOWANCE, BUT INCLUDING VOTING AND ESTABLISHING RESERVES FOR PURPOSES OF DISTRIBUTION UNDER A REORGANIZATION PLAN. YOUR PROOF OF CLAIM WOULD REMAIN SUBJECT TO FURTHER OBJECTION AND REDUCTION, AS APPROPRIATE, AND TO SECTION 502(j) OF THE BANKRUPTCY CODE. THE DEBTORS' ELECTION WOULD BE MADE BY SERVING YOU WITH A NOTICE IN THE FORM ATTACHED TO THE CLAIMS OBJECTION PROCEDURES ORDER.

The Bankruptcy Court will consider only those Responses made as set forth herein and in accordance with the Claims Objection Procedures Order. IF NO RESPONSES TO THE THIRTY-FIFTH OMNIBUS CLAIMS OBJECTION ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN AND IN THE CLAIMS OBJECTION PROCEDURES ORDER, THE BANKRUPTCY COURT MAY ENTER AN ORDER SUSTAINING THE THIRTY-FIFTH OMNIBUS CLAIMS OBJECTION WITHOUT FURTHER NOTICE OTHER THAN NOTICE OF THE ENTRY OF SUCH AN ORDER AS PROVIDED IN THE CLAIMS OBJECTION PROCEDURES ORDER. Thus, your failure to respond may forever bar you from sustaining a Claim against the Debtors.

Dated: New York, New York  
August 21, 2009

SVC. 1  
PACK No.: 1

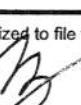
CASE NO.05-44481  
PRF No.:18588

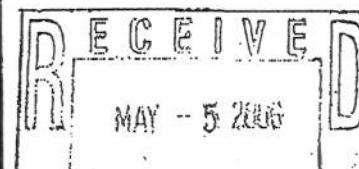
CONSOLIDATED ELECTRICAL DISTRIBUTORS INC  
MICHAEL P ALLEY  
PO BOX 380  
SALINA, KS 67402-0380

# **PROOF OF CLAIM**

FORM B10 (Official Form 10) (10/05)

AMENDED

United States Bankruptcy Court		Southern District of New York	PROOF OF CLAIM
Name of Debtor Delphi Corporation	Case Number 05-44481		
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>			
Name of Creditor (The person or other entity to whom the debtor owes money or property):  Consolidated Electrical Distributors, Inc.	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.		
Name and address where notices should be sent:  Michael P. Alley PO Box 380 Salina, KS 67402-0380	<input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.		
Telephone number: 785-823-6325	<input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Last four digits of account or other number by which creditor identifies debtor: 2519; 5507	Check here <input type="checkbox"/> replaces if this claim <input checked="" type="checkbox"/> amends a previously filed claim, dated: <u>5-5-2006</u>		
<b>1. Basis for Claim</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Goods sold</li> <li><input type="checkbox"/> Services performed</li> <li><input type="checkbox"/> Money loaned</li> <li><input type="checkbox"/> Personal injury/wrongful death</li> <li><input type="checkbox"/> Taxes</li> <li><input type="checkbox"/> Other _____</li> </ul>			
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Last four digits of your SS#: _____ Unpaid compensation for services performed from _____ (date) to _____ (date)			
2. Date debt was incurred: 10/2005	3. If court judgment, date obtained:		
<b>4. Classification of Claim.</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.			
<b>Unsecured Nonpriority Claim \$_____</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.</li> </ul>			
<b>Unsecured Priority Claim.</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Check this box if you have an unsecured priority claim, all or part of which is entitled to priority.</li> </ul> Amount entitled to priority \$_____			
Specify the priority of the claim: <ul style="list-style-type: none"> <li><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</li> <li><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).</li> <li><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).</li> </ul>			
<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).			
<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).			
<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).			
<small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>			
5. Total Amount of Claim at Time Case Filed: \$ _____	10,869.99	(unsecured)	10,869.99
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.			This Space Is for Court Use Only
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date 1-28-08	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Michael P. Alley - Attorney in Fact 		
<small>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</small>			

UNITED STATES BANKRUPTCY COURT Southern		DISTRICT OF New York	PROOF OF CLAIM
Name of Debtor Delphi Corporation	Case Number 05-44481		
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): Consolidated Electrical Dist	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Name and address where notices should be sent:  Consolidated Electrical Dist Add Chg 9 02 Mb PO Box 2616 Laredo TX 78044 10 Box 461667 SAN ANTONIO TX 78263			
Telephone number: 210-643-3660 327	THIS SPACE IS FOR COURT USE ONLY		
Account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____		
<b>1. Basis for Claim</b>	<input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Lent <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____		
	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
<b>2. Date debt was incurred:</b> Oct. 2005	<b>3. If court judgment, date obtained:</b>		
<b>4. Total Amount of Claim at Time Case Filed:</b> \$ 10869.99 (unsecured) (secured) (priority) (Total) 10869.99			
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.			
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
<b>5. Secured Claim.</b>	<b>7. Unsecured Priority Claim.</b>		
<input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).  Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____	<input type="checkbox"/> Check this box if you have an unsecured priority claim  Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).		
Value of Collateral: \$ _____  Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____	<small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small>		
<b>6. Unsecured Nonpriority Claim</b> \$ _____			
<input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.			
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.	THIS SPACE IS FOR COURT USE ONLY		
<b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
<b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.	 MAY - 5 2006 CLAIMS PROCESSING CENTER USBC, SONY		
Date 4-28-06	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (affidavit, copy of power of attorney, if any): ANDREW A. MICKNICK DIVISION CREDIT MANAGER		

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.  
0544481060410191401040086

\*\*\* MAY NOT REPRESENT ALL UNPAID ITEMS \*\*\*

S T A T E M E N T

PAGE 1

CED

REMIT TO: CED-CONSOLIDATED ELECTRICAL  
P.O. BOX 461667 SAN ANTONIO, TX 78246

LOCATION ACCOUNT NO. DATE  
1989 05-22519 12/27/05

DELPHI AUTOMOTIVE SYSTEM  
CARR INTL ZARAGOZA  
PO BOX 981012  
EL PASO, TX 79998-1012

Refer to Invoices for terms. A Service Charge will be made for Past Due Accounts.

175

Please check off the invoices you are paying and send a copy of this statement along with your remittance to the address printed above.

LEGEND	AGE	DATE	REFERENCE	DISCOUNT	CHARGES	CREDITS -
CSR	30	10/13/05	COR 1989-189930	EXEM/1.00	649.64	.00
Cash Recd	00	11/02/05	NSF 1989-900714	.00	9,886.08	.00

CRM  
Credit Memo

CDC  
Cash Disc

COR  
Correction

SVC  
Service Chg

NSF  
Returned Chk

TAX  
Sales Tax

FRT  
Freight

Status of Account	Current	30 Days	60 Days	90 Days	Balance Due
	9,886.08	649.64	.00	.00	10,535.72

\*\*\* MAY NOT REPRESENT ALL UNPAID ITEMS \*\*\*

S T A T E M E N T

PAGE 1

CED

REMIT TO: CED-CONSOLIDATED ELECTRICAL  
P.O. BOX 461667 SAN ANTONIO, TX 78246

LOCATION ACCOUNT NO. DATE  
1989 05-25507 12/27/05

DELPHI AUTO SYS SA DE CV  
ACCTS PAYABLE DEPT  
PO BOX 981012  
EL PASO, TX 79998-1012

Refer to Invoices for terms. A  
Service Charge will be made for  
Past Due Accounts.

175

Please check off the Invoices  
you are paying and send a copy of  
this statement along with your  
remittance to the address printed  
above.

- LEGEND	AGE	DATE	REFERENCE	DISCOUNT	CHARGES	CREDITS ~
CSR Cash Recd	90	09/15/04	1989-476286	EXAMP:00	334.27	.00
CRM Credit Memo						
CDC Cash Disc						
COR Correction						
SVC Service Chg						
NSF Returned Chk						
TAX Sales Tax						
FRT Freight						

Status of Account	Current	30 Days	60 Days	90 Days	Balance Due
	.00	.00	.00	334.27	334.27

\*\*\* MAY NOT REPRESENT ALL UNPAID ITEMS \*\*\*

S T A T E M E N T

PAGE 1

Consolidated Electrical Distributors, Inc.  
REMIT TO: P.O. BOX 2259

MISSION, KS 66201

*dba: Renshawhouse  
Electric*

ACCOUNT NO. DATE  
DELENE 11/15/07

AUTOMOTIVE COMP. /DELPHI  
PO#JDBOO172-SPOT BUY  
400 W DENNIS  
OLATHE, KS 66061

Refer to Invoices for terms. A  
Service Charge will be made for  
Past Due Accounts.

Please check off the Invoices  
you are paying and send a copy of  
this statement along with your  
remittance to the address printed  
above.

- LEGEND	AGE	DATE	JOB/SUB#	REFERENCE	DISCOUNT	CHARGES	CREDITS -
CSR	90	12/15/03	CSR 31-20517	3588-000160	.00	.00	212.32-
Cash Recd	90	01/22/04	CSR 31-20517	3588-482314	.00	.00	6,011.09-
	90	01/23/04	CSR 31-20517	3588-478609	.00	.00	400.99-
CRM	90	01/23/04	CSR 31-20517	3588-479660	.00	.00	364.14-
Credit Memo	90	03/16/04	CSR 31-20517	3588-000614	.00	.00	228.24-
	90	07/02/04	CSR 31-20518	3588-000406	.00	.00	7,465.98-
CDC	90	10/01/04	CSR 31-20518	3588-916195	.00	.00	204.24-
Cash Disc	90	12/01/04	CSR 31-20517	3588-519127	.00	.00	327.00-
	90	05/20/05	CRM 31-20517	3588-208059	.00	.00	6,272.09-
COR	90	06/15/05	CRM 31-20517	3588-209732	.00	.00	896.91-
Correction	90	10/28/05	CSR 31-20517	3588-973351	.00	.00	18.80-

SVC  
Service Chg

NSF  
Returned Chk

TAX  
Sales Tax

FRT  
Freight

Status of Account	Current	30 Days	60 Days	90 Days	Balance Due
	.00	.00	.00	22,401.80-	22,401.80-



PAY TO THE  
 ORDER OF:

DELPHI CORPORATION  
 9736

DATE  
 12/26/07

AMOUNT OF CHECK  
 \$\*\*\*\*\*11,531.81\*\*

VOID IF OVER \$11,531.81

AUTHORIZED SIGNATURE

THE FACE OF THIS DOCUMENT HAS A BLUE BACKGROUND ON WHITE PAPER

11874573 1071000039 86661 27345

PAYEE: DELPHI CORPORATION  
 CHECK DATE: 12/26/07

CDELPH

CHECK # 874573  
 AMOUNT \$\*\*\*\*\*11,531.81\*\*

LOCATION	FILE REFERENCE PC DATE #	INVOICE DATE	INVOICE NUMBER	DOC TYPE	REF. NO.	INVOICE		LOCATION	
						AMOUNT	DISCOUNT	TOTAL	DISCOUNT
MISSION CREDIT	9736 1226 002	12/26/07	20517-20518	IN		11,531.81	.00	11,531.81	.00

# **JANUARY 28, 2008 LETTER**

## CLARK, MIZE & LINVILLE CHARTERED

PETER L. PETERSON  
JOHN W. MIZE  
GREG A. BENGTSON  
MICKEY W. MOSIER  
PAULA J. WRIGHT  
ERIC N. ANDERSON  
DUSTIN J. DENNING  
MICHAEL P. ALLEY  
PETER S. JOHNSTON  
JARED B. JOHNSON

ATTORNEYS AT LAW

129 S. EIGHTH, P.O. BOX 380  
SALINA, KANSAS 67402-0380  
TELEPHONE: (785) 823-6325  
FAX: (785) 823-1868

128 N. MAIN  
LINDSBORG, KANSAS 67456  
TELEPHONE: (785) 227-2010

[www.cml-law.com](http://www.cml-law.com)

C.L. CLARK (1908 - 2004)  
JAMES P. MIZE (1910 - 1988)

AUBREY G. LINVILLE  
L.O. BENGTSON  
RETIRED

January 28, 2008

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

Re: Delphi Corporation  
USBC SDNY Case No. 05-44481-11

To Whom It May Concern:

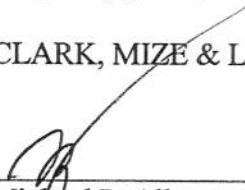
I represent Consolidated Electrical Distributors, Inc. ("CED"). CED holds a \$10,869.99 secured claim against Delphi Corporation ("Delphi") in the above case. Delphi, however, has a \$22,401.80 credit balance with CED.

I have, therefore, enclosed a check in the amount of \$11,531.81 made payable to Delphi. The check represents the remaining credit balance after setoff of CED's secured claim. I have also enclosed a copy of the Amended Proof of Claim that will be filed in the bankruptcy case.

Please contact me with any questions regarding this matter.

Very truly yours,

CLARK, MIZE & LINVILLE, CHARTERED

  
Michael P. Alley

Enclosures

pc: Client-RS



05-44481-rdd Doc 18910 Filed 09/17/09 Entered 09/21/09 13:33:10 Main Document  
 CONSOLIDATED ELECTRICAL DISTRIBUTORS, INC.  
 1413 POTTER DRIVE, COLORADO SPRINGS, CO 80909  
 PH (719)591-8271 FAX (719)591-4154

Page 20 of 28

BANK OF AMERICA, N.A.  
 Chicago, Illinois

CHECK NO. 874573  
2-3  
 710

PAY TO THE  
 ORDER OF:

DELPHI CORPORATION  
 9736

DATE  
 12/26/07

AMOUNT OF CHECK  
 \$\*\*\*\*\*11,531.81\*\*

VOID IF OVER \$11,531.81

AUTHORIZED SIGNATURE

THE FACE OF THIS DOCUMENT HAS A BLUE BACKGROUND ON WHITE PAPER

#874573# 10710000391 86661# 27345#

PAYEE: DELPHI CORPORATION  
 CHECK DATE: 12/26/07

CDELPH

CHECK # 874573  
 AMOUNT \$\*\*\*\*\*11,531.81\*\*

LOCATION	FILE REFERENCE		INVOICE	INVOICE	DOC TYPE	REF. NO.	INVOICE		LOCATION		
	PC	DATE	#	DATE			NUMBER	AMOUNT	DISCOUNT	TOTAL	DISCOUNT
MISSION CREDIT	9736	1226	002	12/26/07	IN		20517-20518	11,531.81	.00	11,531.81	.00

# **SETTLEMENT AGREEMENT**

**Mike Alley**

---

**From:** Andy Winchell [awinchell@teamtogut.com]  
**Sent:** Friday, September 12, 2008 11:13 AM  
**To:** Mike Alley  
**Subject:** FW: Delphi/Consolidated Electric: Setoff agreement  
**Attachments:** Consolidated Electric settlement agreement 072108.doc; Consolidated Electric Setoff.pdf

Michael--

Anything further on this?

Thanks.

--Andy

----- Forwarded Message

**From:** Andy Winchell <[awinchell@teamtogut.com](mailto:awinchell@teamtogut.com)>  
**Date:** Wed, 06 Aug 2008 16:31:20 -0400  
**To:** <[mpalley@cml-law.com](mailto:mpalley@cml-law.com)>  
**Conversation:** Delphi/Consolidated Electric: Setoff agreement  
**Subject:** Delphi/Consolidated Electric: Setoff agreement

Michael--

Delphi obtained approval from its creditors committee of the setoff that Consolidated Electric effectuated. Attached is a draft settlement agreement for your review and comments. This is subject to continuing review by Delphi and all rights are reserved accordingly.

Thanks.

--Andy

----- End of Forwarded Message

## SETTLEMENT AGREEMENT

**THIS AGREEMENT**, dated as of \_\_\_\_\_, 2008 (this "Settlement Agreement"), is entered into by and between Consolidated Electric ("Claimant") and Delphi Corporation.

### **RECITALS:**

**WHEREAS**, on October 8, 2005 (the "Petition Date"), Delphi Corporation, together with certain of its U.S. affiliates (collectively, the "Debtors"), including Delphi Automotive Systems LLC ("DAS") filed voluntary petitions under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Delphi Bankruptcy Court"); and

**WHEREAS**, on October 28, 2005, the Bankruptcy Court entered a final order authorizing the Debtors to, among other things, obtain postpetition financing, utilize cash collateral, and grant adequate protection to prepetition secured parties (the "Final DIP Order"); and

**WHEREAS**, on or about May 5, 2006, Claimant filed proof of claim number 4956 ("Proof of Claim 4956") against Delphi Corporation asserting a claim in the amount of \$10,869.99; and

**WHEREAS**, by an order entered on March 30, 2007, the Delphi Bankruptcy Court modified Proof of Claim 4956 to \$9,886; and

**WHEREAS**, on January 5, 2007, the Bankruptcy Court entered an order authorizing the Debtors to, among other things, refinance their postpetition financing and prepetition secured debt (the "Refinancing Order" and, together with the Final DIP Order, the "DIP Orders"); and

**WHEREAS**, paragraph 18 of the Final DIP Order and paragraph 16 of the Refinancing Order establish, among other things, procedures for creditors to assert setoff and/or recoupment rights; and

**WHEREAS**, consistent with the DIP Orders, on January 28, 2008, Claimant sought authority pursuant to the Final DIP Order to exercise a setoff of prepetition claims and debts between DAS and Claimant (the "Demand"); and

**WHEREAS**, in the Demand, Claimant alleges that it owes DAS the amount of \$22,402 for prepetition services and/or goods provided by DAS to the Claimant (the "Payable"); and

**WHEREAS**, in the Demand, Claimant alleges that Delphi owes Claimant the amount of \$10,870 for prepetition services and/or goods provided by Claimant to DAS (the "Receivable"); and

**WHEREAS**, on February 8, 2008, Claimant filed proof of claim 16801 ("Proof of Claim 16801" and collectively with Proof of Claim 4956, the "Claims") amending Proof of Claim 4956 and asserting a claim in the amount of \$10,869.99 secured by a right of setoff; and

**WHEREAS**, Claimant and Delphi (together, the "Parties") agreed on the amounts of the Payable and Receivable as set forth in the Attached Exhibit "1"; and

**WHEREAS**, to resolve the Demand, Delphi and Claimant have agreed to enter into this Settlement Agreement (the "Settlement Agreement"); and

**WHEREAS**, Delphi is authorized to enter into this Settlement Agreement without further Court approval or further notice, including that of the Delphi Bankruptcy Court, either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise or Settle Certain Classes of Controversy and Allow Claims Without Further Court Approval (Docket No. 4414) entered by the Delphi Bankruptcy Court on June 29, 2006.

**NOW THEREFORE**, in consideration of the premises set forth above and by execution of this Settlement Agreement, Delphi and Claimant agree as follows:

1. **Effective Date and Stipulated Order.** The Debtors and Claimant agree to execute the Stipulation and Agreed Order in the form annexed hereto. The Settlement shall be effective upon the Stipulation and Agreed Order becoming "so ordered" by the Delphi Bankruptcy Court (the "Effective Date").
2. **Authorization of Setoff.** Upon the Effective Date, Claimant shall be authorized to set off the amount of the Receivable, as reconciled in Exhibit "1", against the amount of the Payable, as reconciled in Exhibit "1", pursuant to section 553 of the Bankruptcy Code (the "Setoff") and paragraph 18 of the Final DIP Order. Exhibit "1" sets forth a full and complete schedule of the invoices (the "Invoices") and the reconciled amounts of the Final Receivable and Final Payable that are the subject of the Demand.
3. **Payment of Receivable.** Within three (3) days following the Effective Date, Claimant shall pay to Delphi Corporation the total sum of \$11,531.81 as settlement of the Receivable.
4. **Claim Disallowance And Waiver Of Rights.** The Debtors and Claimant agree that on the Effective Date, the Claims shall be disallowed and expunged in their entirety. Claimant, on its behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of its former, current, and future officers, directors, owners, employees, and other agents (the "Claimant Releasing Parties"), hereby release, and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claims.
5. **Governing Law.** This Settlement Agreement shall be governed by, and construed and enforced in accordance with, as appropriate, the Bankruptcy Code and the laws of the State of Michigan, without regard to conflicts of law principles.
6. **Representations and Warranties.** The parties hereto acknowledge that they are executing this Settlement Agreement without reliance on any representations,

warranties, or commitments other than those representations, warranties, and commitments expressly set forth in this Agreement.

7. Entire Understanding. This Settlement Agreement constitutes the entire understanding of the parties in connection with the subject matter hereof. This Agreement may not be modified, altered, or amended except by an agreement in writing signed by the Debtors and Claimant.
8. No Party Deemed Drafter. This Settlement Agreement is being entered into among competent persons who are experienced in business and represented by counsel, and has been reviewed by Claimant and its counsel. Therefore, any ambiguous language in this Settlement Agreement will not be construed against any particular party as the drafter of such language.
9. Counterparts. This Settlement Agreement may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this agreement by facsimile or electronic mail shall be equally as effective as delivery of an original executed counterpart of this Agreement.

Accepted and agreed to by:

Delphi Corporation

By:

Name: Dean R. Unrue

Title: Delphi Claims Administrator

Dated: \_\_\_\_\_, 2008

Consolidated Electric Distributors, Inc.

By:

Name: Michael P. Alley

Title: Attorney-in-fact

Dated: September 15, 2008

Consolidated Electric Pre-Petition Setoff Request Summary

<u>Consolidated Electric Perspective</u>	<u>Delphi Perspective</u>	<u>Agreed Upon Setoff Amount</u>	<u>Total</u>
Delphi A/R	\$22,402		\$22,402
Delphi A/P	\$10,870	\$9,886	
Total Setoff Amount	\$10,870	\$9,886	Total Setoff Amount
Amount Due to Delphi [1]	\$11,532	\$12,516	

[1] \$11,532 paid on Check #874573.

Delphi A/P Records	
Document Date	Total Amount
Pre-Petition	9,886.08
	9,886.08

Consolidated Electric A/R Records		
Reference #	Due Date	Amount
1989-476286	9/15/2004	334.27
1989-189930	10/13/2005	649.64
1989-900714	11/2/2005	9,886.08
		10,869.99

Unapplied Credits
3588-000160 12/15/2003 (212.32)
3588-482314 1/22/2004 (6,011.09)
3588-478609 1/23/2004 (400.99)
3588-479660 1/23/2004 (364.14)
3588-000614 3/16/2004 (228.24)
3588-000406 7/2/2004 (7,465.98)
3588-916195 10/1/2004 (204.24)
3588-519127 12/1/2004 (327.00)
3588-208059 5/20/2005 (6,272.09)
3588-209732 6/15/2005 (896.91)
3588-973351 10/28/2005 (18.80)
Total (22,401.80)